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BellSouth Telecommunications, Inc.

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August 5, 2002

TN REGULATORY AUTHORITY
DOCKET ROOM

PROPRIETARY INFORMATION ENCLOSED

VIA HAND DELIVERY

The Honorable Sara Kyle, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *BellSouth Telecommunications, Inc.'s Entry Into Long Distance
(InterLATA) Service in Tennessee Pursuant to Section 271 of the
Telecommunications Act of 1996*
Docket No. 97-00309

Dear Chairman Kyle:

Enclosed are the original and fourteen copies of BellSouth's response to the CLECs' proposed settlement offer. Copies of the enclosed have been provided to counsel of record in accordance with the terms of the protective order entered in this docket, with the exception of Andrew Isar, who has asked not to be served with copies of proprietary filings.

Very truly yours,

Guy Hicks
Guy M. Hicks *hgh with permission*

GMH/jej

Enclosure

cc: Andrew Isar (w/o enclosure)